

JESSE N. SILVERMAN (VSB #46456)
DAVID L. POLLACK (*pro hac vice*)
JEFFREY MEYERS (*pro hac vice*)
BALLARD SPAHR ANDREWS & INGERSOLL, LLP
51st Fl - Mellon Bank Center
1735 Market Street
Philadelphia, Pennsylvania 19103
Telephone: (215) 864-8325
Facsimile: (215) 864-9473

CONSTANTINOS G. PANAGOPOULOS (VSB #33356)
CHARLES W. CHOTVACS (VSB #70045)
BALLARD SPAHR ANDREWS & INGERSOLL, LLP
601 13th Street, N.W.
Suite 1000 South
Washington, D.C. 20005
Telephone: (202) 661-2200
Facsimile: (202) 661-2299

Counsel for Centro Properties Group, Federal Realty Investment Trust,
Cencor Realty, The Hutensky Group, UBS Realty Investors, LLC
The Morris Companies Affiliates, and Uniwest Commercial Realty

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC. et al..	:	Case No. 08-35653-KRH
	:	
Debtor.	:	Jointly Administered

**JOINDER OF CENTRO PROPERTIES GROUP, FEDERAL REALTY
INVESTMENT TRUST, CENCOR REALTY, THE HUTENSKY
GROUP, UBS REALTY INVESTORS, LLC, THE MORRIS COMPANIES
AFFILIATES AND UNIWEST COMMERCIAL REALTY IN OBJECTIONS
OF CERTAIN LANDLORDS TO THE MOTION OF DEBTORS FOR ENTRY
OF ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105, 363
AND 365 (I) ASSUMING THE AGENCY AGREEMENT AMONG THE DEBTORS,
HILCO MERCHANT RESOURCES, LLC AND GORDON BROTHERS RETAIL
PARTNERS, LLC, AND (II) AUTHORIZING THE DEBTORS TO CONTINUE
AGENCY AGREEMENT SALES PURSUANT TO STORE CLOSING AGREEMENT**

TO THE HONORABLE KEVIN R. HUENNEKENS
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Centro Properties Group (“Centro”), Federal Realty Investment Trust (“Federal”), Cencor Realty (“Cencor”), The Hutensky Group (“Hutensky”), UBS Realty Investors, LLC (“UBS”), The Morris Companies Affiliates (“Morris”) and Uniwest Commercial Realty (“Uniwest”) by their undersigned attorneys, hereby join in the Objection of Certain Landlord to the Motion of the Debtors for Entry of Order Pursuant to Bankruptcy Code Sections 105, 363 and 365 (I) Assuming the Agency Agreement Among the Debtors, Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC, and (II) Authorizing the Debtors to Continue Agency Agreement Sales Pursuant to Store Closing Agreement (the “Motion”) and in support thereof aver:

1. Centro, Federal, Cencor, Hutensky, UBS, Morris and Uniwest are the owners or agents for the owners of various shopping centers in which Debtors operate retail stores pursuant to written leases (the “Leases”) which are affected by the relief sought by the Motion. Centro, Federal, Cencor, Hutensky, UBS, Morris and Uniwest are hereinafter collectively referred to as “Objecting Landlords”.

2. All of Objecting Landlords’ premises are premises located in shopping centers, as that term is used in 11 U.S.C. § 365(b)(3). *See, In Re: Joshua Slocum, Ltd.*, 922 F.2d 1081 (3d Cir. 1990).

3. By the Motion, Debtors seek authority to continue a certain pre-petition agreement with various parties to conduct GOB sales at approximately 155 of Debtors’ stores.

4. Objecting Landlords object to the Motion insofar as (a) the Store Closing Guidelines breach the provision of Objecting Landlords’ Leases and (b) Debtors have failed to pay the “stub rent” for the period from the Petition Date through November 30, 2008. With

regard to the Store Closing Guidelines Objecting Landlords have agreed, or expect to agree, with the liquidator concerning certain objectionable issues and file this Objection as a protective matter only.

5. Objecting Landlords join in the Objections to the Motion filed by EklecCo NewCo, LLC, (Docket #228) by The Macerich Company, *et al.* (Docket #249) and by Inland American Retail Management LLC and Inland US Management LLC (Docket #258) for the reasons set forth therein.

WHEREFORE, Objecting Landlords pray for relief consistent with the foregoing; and

WHEREFORE, Objecting Landlords pray for such other and further relief as may be just and required under all of the circumstances.

November 24, 2008

BALLARD SPAHR ANDREWS & INGERSOLL, LLP

BY: /s/ Jesse N. Silverman
JESSE N. SILVERMAN (VSB #46456)
DAVID L. POLLACK (*pro hac vice*)
JEFFREY MEYERS (*pro hac vice*)
51st Fl - Mellon Bank Center
1735 Market Street
Philadelphia, Pennsylvania 19103
Telephone: (215) 864-8325
Facsimile: (215) 864-9473

BY: /s/ Charles W. Chotvacs
CONSTANTINOS G. PANAGOPOULOS (VSB #33356)
CHARLES W. CHOTVACS (VSB #70045)
601 13th Street, N.W.
Suite 1000 South
Washington, D.C. 20005
Telephone: (202) 661-2200
Facsimile: (202) 661-2299

*Attorneys for Centro Properties Group, Federal Realty
Investment Trust, Cencor Realty, The Hutensky Group,
UBS Realty Investors, LLC, The Morris Companies Affiliates
and Uniwest Commercial Realty*

CERTIFICATE OF SERVICE

I hereby certify that on this 24th day of November, 2008, the foregoing Joinder was filed and served electronically using the Court's CM/ECF system, and that, in addition, true and correct copies of the foregoing were sent via facsimile to the following parties:

Robert B. Van Arsdale
Office of the United States Trustee
701 East Broad Street, Suite 4304
Richmond, VA 23219
Fax: (804) 771-2330
Assistant United States Trustee

Dion W. Hayes
Douglas M. Foley
MC GUIRE WOODS LLP
One James Center
901 E. Cary Street
Richmond, VA 23219
Fax: (804) 775-1061
Counsel for Debtors

Greg M. Galardi
Ian S. Fredericks
SKADDEN, ARPS, SLATE, MEAGHER & FLOM
One Rodney Square
P.O. Box 636
Wilmington, DE 19899-0636
Fax: (302) 651-3001
Counsel for Debtors

Timothy G. Pohl
Chris L. Dickerson
SKADDEN, ARPS, SLATE, MEAGHER & FLOM
333 West Wacker Drive
Chicago, IL 60606
Fax: (312) 407-0411
Counsel for Debtors

/s/ Charles W. Chotvacs
Charles W. Chotvacs